

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF OHIO
EASTERN DIVISION**

SHARI LINDENBAUM, individually and on
behalf of all others similarly situated,

Plaintiffs,

v.

CVS HEALTH CORPORATION, a Delaware
corporation,

Defendant.

Case No. 1:17-cv-1863

Judge James S. Gwin

DECLARATION OF THOMAS S. MOFFATT

I, Thomas S. Moffatt, declare and state as follows:

1. I am over 21 years of age and am competent to make this Declaration. I have personal knowledge of the matters stated herein, and they are true and correct to the best of my knowledge. I am authorized to make this Declaration on behalf of CVS Health Corporation and CVS Pharmacy, Inc.

2. I have been employed with CVS Pharmacy, Inc. since 1997, and currently hold the position of Vice President, Corporate Secretary and Assistant General Counsel – Corporate Services of CVS Pharmacy, Inc.


3. In that capacity, I am familiar with the corporate structure of Defendant CVS Health Corporation and its subsidiaries. Over the past twenty years in my role at CVS Pharmacy, I have become familiar with the nature of the primary business functions of CVS Health Corporation.

4. CVS Health Corporation is a holding company, and its primary functions are to issue stock that is traded on the New York Stock Exchange and to file reports with the Securities and Exchange Commission. CVS Health Corporation also performs certain other functions related to those primary functions. CVS Health Corporation has no operations unrelated to its status as a holding company.

5. CVS Health Corporation is organized under the laws of the State of Delaware and its principal place of business is located in the State of Rhode Island. It has no offices or facilities in the State of Ohio, and none of its limited business functions regularly occur there. CVS Health Corporation is not qualified as a foreign corporation under the laws of the State of Ohio, and it does not have a registered agent for service of process there.

6. CVS Health Corporation has no direct employees and does not directly operate any retail pharmacy locations. It has no direct involvement selling prescription drugs or making any phone calls regarding patients' prescription drugs.

Executed this 18th day of October, 2017, in Woonsocket, Rhode Island.



Thomas S. Moffatt

CERTIFICATE OF SERVICE

I hereby certify that on November 1, 2017, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to all attorneys of record.

/s/ Julie Juergens

Julie Juergens